

UNINCORPORATED ASSOCIATION



The Scotland - Russia Forum
Форум Шотландия - Россия

CONSTITUTION

REVISED VERSION

8 June 2007

Prepared for The Scotland-Russia Forum by:

EDINBURGH VOLUNTARY ORGANISATIONS' COUNCIL
14 ASHLEY PLACE
EDINBURGH
EH6 5PX



The Scotland-Russia Forum

Constitution

1 Name

The name of the organisation shall be *The Scotland-Russia Forum* (in this constitution called 'the Forum').

2 Headquarters

The headquarters of the Forum shall be in Scotland.

3 Objects

3.1 The objects for which the Forum is established shall be entirely charitable.

3.2 In particular the objects shall be to advance education through the promotion of a clear understanding in Scotland, Russia, and the countries of the Former Soviet Union, of the respective ways of life, history, heritage and the cultural and commercial activities and voluntary services of the said countries and through the creation of educational contacts of all kinds between the peoples of these countries.

4 Powers

With the sole purpose of carrying out the foregoing objects the Forum shall have the power:

4.1 to obtain, collect, and receive money and funds by way of contributions, donations, subscriptions, legacies, grants or other lawful methods for or towards the objects and administrative expenses of the Forum or any of them;

4.2 to enter into contracts with other bodies and to provide or receive funds, goods, services or similar consideration on such contracts;

4.3 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain, alter or improve any buildings which the Forum may think fit;

- 4.4 to operate bank or similar accounts in the name of the Forum in which may be deposited all or any part of the funds of the Forum and to carry out all lawful financial transactions in respect of such accounts and the funds contained in them;
- 4.5 to borrow and raise money on loan or advance in such manner and upon such security as the Forum shall think fit;
- 4.6 to employ and pay such staff (who shall not be members of the Committee) as are necessary for carrying out the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- 4.7 to effect insurances against all kinds of risk and to pay the premiums for such insurances and any costs associated with ascertaining the value of assets to be insured from the funds of the Forum;
- 4.8 to initiate, promote, hold and generally arrange meetings, entertainments, lectures, demonstrations, study of the Russian language in Scotland and other functions in connection with the objects of the Forum;
- 4.9 to initiate, hold, direct, manage, and take part in exhibitions, shows, displays, conferences and other gatherings for the purpose of advancing the objects of the Forum;
- 4.10 to assert, claim and protect any copyright and associated moral rights, to purchase and register trade marks, patents, designs, names and logos and to assign and receive consideration for copyright and any other intellectual property owned by the Forum;
- 4.11 to carry out all other lawful acts in furtherance of the objects.

5 Membership

- 5.1 Membership of the Forum shall be open to:
 - 5.1.1 all individual people of good will who are in agreement with the objects of the Forum; and
 - 5.1.2 corporate bodies which are in agreement with the objects of the Forum, and which shall, at the time of admission into membership, appoint and authorise a named person, who may be changed from time to time, to represent them at general meetings of the Forum.
- 5.2 No person or corporate body shall be admitted into membership unless and until her, his or its application for membership is approved by the Committee. The Committee shall retain the right to refuse membership

where it considers it has reasonable grounds for so doing.

6 Termination of membership

- 6.1 Membership of the Forum shall not be transferable and shall cease automatically upon the death of an individual member or the dissolution of a corporate member.
- 6.2 A member may withdraw from membership at any time by giving written notice to the Committee. the Forum may resolve in a general meeting to remove a person or corporate body from membership in cases where it believes either:
 - 6.2.1 the member in question has brought, or risks bringing the Forum into disrepute by association; or
 - 6.2.2 the member has repeatedly broken the explicit rules of the Forum or other general standards of good order.

7 Membership subscriptions

- 7.1 Membership subscriptions shall be determined at the first annual general meeting and reviewed and set annually at annual general meetings.
- 7.2 The subscription year shall run from 1 September to 31 August.
- 7.3 The Committee shall have the power to collect such subscriptions in the manner it considers most efficient and expedient.
- 7.4 All admissions into and continuation of membership shall be conditional upon the member having paid the annual subscription in full, except in cases where the Committee has agreed to reduce or waive such payment or to accept payment by instalments.

8 General Meetings

- 8.1 The Annual General Meeting shall be held once every calendar year at such a time and place as is determined by the Committee. Not more than fifteen months shall pass between annual general meetings.
- 8.2 The business of the annual general meeting shall include:
 - 8.2.1 appointment or election of the Committee for the forthcoming year; and
 - 8.2.2 receipt and approval of the annual statement of accounts; and
 - 8.2.3 appointment of the auditor or independent examiner of the

Forums accounts for the next financial year; and
8.2.4 the receipt and approval of the annual report of the Committee.

- 8.3 An extraordinary general meeting shall be convened on written request by not less than ten (10) members of the Forum or by the Committee as they see fit.
- 8.4 No business shall be transacted at a general meeting unless a quorum of members is present at the time the meeting proceeds to business. The number of members to constitute a quorum shall be ten members or one tenth of the total membership, whichever is the greater.
- 8.5 At least twenty one (21) clear days' written notice shall be given to all members for all general meetings stating the general nature of the business to be discussed and, in the case of an annual general meeting, identifying the meeting as such.
- 8.6 Any objection by a member to the procedure for calling or conducting a general meeting shall be addressed to the Chairman or to whoever is presiding over the meeting in the absence of the Chairman, whose decision shall be final. No resolution passed or decision made at a general meeting shall be invalidated by any subsequent discovery that there was any unintended fault in the procedure for calling or conducting the meeting.
- 8.7 The presence of any member at any general meeting of the Forum shall be sufficient evidence that correct notice was given to the said member.
- 8.8 Subject to clauses 8.9 and 8.10 all members of the Forum shall have one vote exercisable in person at general meetings and no member shall have the right to appoint a proxy or to instruct another member to cast a vote on her or his behalf.
- 8.9 A corporate body in membership of the Forum shall vote through its appointed and duly authorised representative, who may be changed from time to time.
- 8.10 A member may not vote unless all monies owed by her, him or it in the way of membership subscriptions have been paid in full, except in such cases where the Committee has agreed to waive or reduce such subscription or to permit payment by instalment in accordance with clause 7.4.

9 Committee

- 9.1 The business of the Forum shall be managed by a Committee whose members shall be regarded as the Trustees of the Forum for the purposes of charity law.

- 9.2 The Committee shall consist of not fewer than four (4) and not more than eight (8) members, either:
- 9.2.1 elected at the annual general meeting of the Forum; or
 - 9.2.2 appointed by the Committee itself to fill casual vacancies among its number
- 9.3 A Committee member may be either an individual member of the Forum or the appointed representative of a corporate body in membership of the Forum.
- 9.4 At the conclusion of each annual general meeting of the Forum one third of the Committee members (or the number nearest to one third) shall be due for retirement. The Committee members due for retirement shall be those who have been longest in office since their last election or appointment, but in the case of Committee members elected or appointed on the same day, those due to retire shall be agreed among themselves or otherwise decided by lot.
- 9.5 A Committee member due for retirement may be re-elected to serve for a further consecutive term, but at the conclusion of a second consecutive term she or he shall not be eligible for re-election until the annual general meeting which next follows that at which she or he retired.
- 9.6 At an annual general meeting the Forum may elect any member to serve on the Committee (provided she or he is not disqualified under clause 11.1) up to the maximum number of vacant places available. In the event of there being an excess of nominations over vacancies a secret ballot shall be held among the members present at the meeting and those members receiving the highest number of votes shall be elected.
- 9.7 The Committee may appoint any member of the Forum to fill any vacancy among its number that arises between one annual general meeting and the next, provided that a member so appointed shall hold office only until the conclusion of the next annual general meeting at which time she or he shall retire and shall not form part of the body of Committee members subject to retirement by rotation.
- 9.8 The quorum for committee decisions should be half of the committee including any co-opted members, or three, whichever is the greater

10 Co-options to the Committee

In addition to the elected members of the Committee, up to two (2) members of the Forum may be co-opted to the Committee for a period specified by the Committee (and such members shall not be subject to retirement by rotation as provided for in clause 9).

11 Disqualification, withdrawal and removal from the Committee

- 11.1 No person may serve on the Committee and a serving Committee member shall cease to hold office with immediate effect if she or he:
- 11.1.1 is under the age of sixteen (16); or
 - 11.1.2 is or becomes an employee of the Forum; or
 - 11.1.3 is disqualified by law from acting as a Trustee of a Scottish charity; or
 - 11.1.4 is or becomes incapable for any reason of managing her or his own affairs and such condition is expected to persist for longer than six months.
- 11.2 A member of the Committee may withdraw from the Committee at any time by giving written notice of her or his intention to do so.
- 11.3 The Committee may resolve to remove one of its members who is absent without good reason (in the opinion of the Committee) from three consecutive meetings of the Committee.

12 Committee members' interests

No member of the Committee shall receive any payment in money or money's worth or have any financial interest in any business transaction of the Forum (other than as a Trustee) provided that such provision shall not prevent the reimbursement of all reasonable and proper expenses incurred by any member of the Committee in carrying out her or his duties in such capacity.

13 Officers

- 13.1 The Committee shall, at its first meeting after the each annual general meeting, elect from members of the Committee a Chairperson, Secretary and Treasurer.
- 13.2 Appointments of officers shall be until the conclusion of the next annual general meeting at which time an officer shall retire but shall be eligible to be re-appointed for a further term provided she or he remains a member of the Committee.
- 13.3 The Chairman shall oversee and coordinate all the activities of the

Forum and (subject to clause 15) preside over general meetings of the Forum and over meetings of the Committee.

13.4 The Secretary shall be responsible for:

13.4.1 the receipt and issue of all official correspondence by the Forum;

13.4.2 the preparation and circulation of all minutes of Committee and general meetings;

13.4.3 the processing of all applications for membership, membership renewal and the receipt by the Treasurer of membership subscriptions;

13.4.4 ensuring that all income and expenditure is validated before transmission to the Treasurer.

13.5 The Treasurer shall be responsible for:

13.5.1 maintaining and keeping up to date proper books of account as approved by the Committee and recording all transactions;

13.5.2 providing such statements of account, bank reconciliations and statements as are required by the Committee;

13.5.3 depositing all income received in the name of the Forum with such bank and to such accounts as directed by the Committee;

13.5.4 presenting an annual set of accounts for the end of the financial year in each year to be examined and certified by the auditor or independent examiner and presented for approval at the annual general meeting;

13.5.5 making payments in accordance with 16.1

14 Delegation to sub-committees and officers

14.1 The Committee may delegate such part of its duties to an Executive of the officers as it may from time to time determine provided that all acts undertaken by the officers under this authority are fully and promptly reported to the Committee.

14.2 The Committee may establish sub-committees or steering groups to deal with particular aspects of the Forum's work. The sub-committees or steering groups shall be convened by a member of the Committee, but their membership may include members co-opted from the wider membership of the Forum as determined by the Committee.

14.3 The Committee shall determine the remit of any sub-committee or

steering group and shall decide the extent of and any limits to the authority granted to such a sub-committee or steering group. Any sub-committee or steering group set up in this way may similarly be discontinued by the Committee at its discretion.

- 14.4 No member of a sub-committee or steering group other than its convener shall enter into any contract or hold herself or himself out as contracting on behalf of the Forum.
- 14.5 All decisions made and all acts done by any sub-committee or steering group shall be fully and promptly reported to the Committee.

15 Honorary appointments

- 15.1 the Forum at a general meeting may appoint by majority resolution an Honorary President and up to three (3) Honorary Vice Presidents. The Honorary President or Vice Presidents shall be members of the Forum and shall also have the right *ex officio* to attend but not to vote at meetings of the Committee.
- 15.2 The Committee may invite any Honorary President or Vice-president to preside at any general meeting of the Forum in the place of the Chairman.
- 15.3 Honorary membership of the Forum shall be offered to the Consuls General or Consuls in Scotland of all the countries of the FSU.

16 Finances and accounts

- 16.1 All the funds of the Forum shall be applied solely to the achievement of the charitable objects. The said funds shall be held in a bank account or accounts indicating the name of the Forum. All cheques drawn on such accounts shall be signed by the Treasurer and countersigned by the Chairman or another designated member of the Committee.
- 16.2 The Committee shall comply with its obligations under the Charities and Trustee Investment (Scotland) Act 2005 and the Charities Accounts (Scotland) Regulations) 2006 (and any re-enactment or subsequent regulation) regarding:
 - 16.2.1 the keeping of accounting records;
 - 16.2.2 the preparation and approval of annual statements of account;
 - 16.2.3 the audit or independent examination of the annual accounts;
 - 16.2.4 the submission of annual accounts and audit or examiner's

reports (where required) to the Office of the Scottish Charity Regulator.

17 Heritable property

The title to all land, buildings and other heritable property held by or for the Forum and all investments held by or on behalf of the Forum shall be vested in all the officers of the Forum, to be held jointly and severally by the said officers for the duration of their tenure in office and subsequently by their successors in office.

18 Amendments to the constitution

18.1 Any amendments to this constitution shall become effective if approved by a two thirds majority voting in favour at a general meeting and notice of such meeting shall have been communicated in writing to all members.

18.2 No amendment shall be made to the name of the Forum or to its objects without the prior written consent of the Office of the Scottish Charity Regulator and no other amendment shall be made which would have the effect of the Forum ceasing to be a charity in law.

18.3 The Committee shall notify the Office of the Scottish Charity Regulator of all amendments to the constitution.

19 Dissolution

19.1 the Forum may be dissolved by the passing of a resolution to that effect with a two thirds majority voting in favour at general meeting, and notice of such meeting shall have been communicated in writing to all members.

19.2 No resolution to dissolve the Forum shall be put to a general meeting without the prior written consent of the Office of the Scottish Charity Regulator.

20 Disposal of assets upon dissolution

In the event of dissolution, any assets remaining after the settlement of all proper debts and liabilities shall not be distributed among the members of the Forum or the Committee but shall be transferred to such other charity or charities having objects similar to those of the Forum or, if that is not possible, to some other charitable purpose.

This amended constitution was adopted by the Forum at an extraordinary general meeting held on the EIGHTH day of JUNE 2007 and replaces the constitution as previously last amended on 6 October 2006.

Certified as a true copy

signature.....
CHAIRMAN

date

signature.....
SECRETARY

date